



HEALTH ANNUAL STATEMENT  
FOR THE YEAR ENDING DECEMBER 31, 2007  
OF THE CONDITION AND AFFAIRS OF THE

Pro Care Health Plan, Inc.

NAIC Group Code	0000	(Current Period)	0000	(Prior Period)	NAIC Company Code	11081	Employer's ID Number	38-3295207
Organized under the Laws of	Michigan				State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States							
Licensed as business type:	Life, Accident & Health [ ]		Property/Casualty [ ]		Dental Service Corporation [ ]			
	Vision Service Corporation [ ]		Other [ ]		Health Maintenance Organization [ X ]			
	Hospital, Medical & Dental Service or Indemnity [ ]				Is HMO, Federally Qualified? Yes [ ] No [ X ]			
Incorporated/Organized	09/29/1995				Commenced Business	12/19/2000		
Statutory Home Office	3968 Mount Elliott				Detroit, MI 48207			
	(Street and Number)				(City or Town, State and Zip Code)			
Main Administrative Office	3968 Mount Elliott				313-925-4607			
	(Street and Number)				(Area Code) (Telephone Number)			
	Detroit, MI 48207				(City or Town, State and Zip Code)			
Mail Address	3968 Mt. Elliott St.				Detroit, MI 48207			
	(Street and Number or P.O. Box)				(City or Town, State and Zip Code)			
Primary Location of Books and Records	3968 Mount Elliott				313-267-0307			
	(Street and Number)				(Area Code) (Telephone Number)			
	Detroit, MI 48207				(City or Town, State and Zip Code)			
Internet Website Address	Procarehp.com							
Statutory Statement Contact	Jaspinder S. Sachdev				313-267-0307			
	(Name)				(Area Code) (Telephone Number) (Extension)			
	jsachdev@procarehp.com				248-925-0472			
	(E-mail Address)				(FAX Number)			

OFFICERS

Name	Title	Name	Title
Augustine Kole-James, MD	President & CEO	Robin Cole, RN	Secretary
Deborah Hall-Turner, RN #	Chief Operating Officer	Harold Montgomery, CPA	Treasurer

OTHER OFFICERS

Jaspinder Sachdev JD #	Chief Financial Officer
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DIRECTORS OR TRUSTEES

Augustine Kole-James MD	Robin Cole RN	Harold Montgomery CPA	Catherine Riley
Elizabeth Williams			

State of .....Michigan.....  
County of .....Wayne.....

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The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Augustine Kole-James MD	Jaspinder S. Sachdev, JD	Robin Cole, RN
President & CEO	Chief Financial Officer	Secretary
Subscribed and sworn to before me this	a. Is this an original filing?	Yes [ X ] No [ ]
day of ,	b. If no,	
	1. State the amendment number	
	2. Date filed	
	3. Number of pages attached	

ASSETS

	Current Year			Prior Year
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Net Admitted Assets
1. Bonds (Schedule D).....	.0		.0	.0
2. Stocks (Schedule D):				
2.1 Preferred stocks .....	.0		.0	.0
2.2 Common stocks .....	.0		.0	.0
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens .....			.0	.0
3.2 Other than first liens .....			.0	.0
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$ .....0 encumbrances).....	.0	.0	.0	.0
4.2 Properties held for the production of income (less \$ .....0 encumbrances) .....	.570,660		.570,660	.589,168
4.3 Properties held for sale (less \$ ..... encumbrances) .....			.0	.0
5. Cash (\$ .....721,442 , Schedule E, Part 1), cash equivalents (\$ .....0 , Schedule E, Part 2) and short-term investments (\$ .....477,510 , Schedule DA).....	.1,198,952		.1,198,952	.1,486,312
6. Contract loans, (including \$ .....premium notes)			.0	.0
7. Other invested assets (Schedule BA) .....	.0	.0	.0	.0
8. Receivables for securities .....			.0	.0
9. Aggregate write-ins for invested assets .....	.0	.0	.0	.0
10. Subtotals, cash and invested assets (Lines 1 to 9) .....	.1,769,612	.0	.1,769,612	.2,075,480
11. Title plants less \$ .....charged off (for Title Insurers only) .....			.0	.0
12. Investment income due and accrued .....	.41,210		.41,210	.3,843
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection .....			.0	.0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ .....earned but unbilled premium).....			.0	.0
13.3 Accrued retrospective premium.....			.0	.0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers .....			.0	.0
14.2 Funds held by or deposited with reinsured companies .....			.0	.0
14.3 Other amounts receivable under reinsurance contracts .....			.0	.0
15. Amounts receivable relating to uninsured plans .....			.0	.0
16.1 Current federal and foreign income tax recoverable and interest thereon .....			.0	.0
16.2 Net deferred tax asset.....			.0	.0
17. Guaranty funds receivable or on deposit .....			.0	.0
18. Electronic data processing equipment and software .....	.5,751		.5,751	.5,445
19. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	.24,284	.24,284	.0	.0
20. Net adjustment in assets and liabilities due to foreign exchange rates .....			.0	.0
21. Receivables from parent, subsidiaries and affiliates .....			.0	.0
22. Health care (\$ ..... ) and other amounts receivable .....	.0		.0	.0
23. Aggregate write-ins for other than invested assets .....	.1,076	.1,076	.0	.0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23).....	.1,841,933	.25,360	.1,816,573	.2,084,768
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	.0
26. Total (Lines 24 and 25)	.1,841,933	.25,360	.1,816,573	.2,084,768
DETAILS OF WRITE-INS				
0901. ....				
0902. ....				
0903. ....				
0998. Summary of remaining write-ins for Line 9 from overflow page .....	.0	.0	.0	.0
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 9 above)	.0	.0	.0	.0
2301. Prepaid SBT.....	.1,076	.1,076	.0	.0
2302. ....				
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page .....	.0	.0	.0	.0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	.1,076	.1,076	.0	.0

LIABILITIES, CAPITAL AND SURPLUS

	Current Year			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ ..... reinsurance ceded)			0	0
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses			0	0
4. Aggregate health policy reserves			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserves			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	130,424		130,424	48,924
10.1 Current federal and foreign income tax payable and interest thereon (including \$ ..... on realized capital gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittance and items not allocated			0	0
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current)			0	0
15. Amounts due to parent, subsidiaries and affiliates			0	0
16. Payable for securities			0	0
17. Funds held under reinsurance treaties with (\$ ..... authorized reinsurers and \$ ..... unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans			0	0
21. Aggregate write-ins for other liabilities (including \$ ..... current)	35,075	0	35,075	35,392
22. Total liabilities (Lines 1 to 21)	165,499	0	165,499	84,316
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX	60,000	60,000
25. Preferred capital stock	XXX	XXX		0
26. Gross paid in and contributed surplus	XXX	XXX	2,653,557	2,653,557
27. Surplus notes	XXX	XXX		0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	(1,062,483)	(713,105)
30. Less treasury stock, at cost:				
30.1 ..... shares common (value included in Line 24 \$ ..... )	XXX	XXX		0
30.2 ..... shares preferred (value included in Line 25 \$ ..... )	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	1,651,074	2,000,452
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	1,816,573	2,084,768
DETAILS OF WRITE-INS				
2101. Property tax payable	35,075		35,075	35,392
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 through 2103 plus 2198) (Line 21 above)	35,075	0	35,075	35,392
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 through 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	0	0
2. Net premium income (including \$ .....0 non-health premium income).....	XXX	(31,731)	(30,490)
3. Change in unearned premium reserves and reserve for rate credits .....	XXX		0
4. Fee-for-service (net of \$ ..... medical expenses) .....	XXX		0
5. Risk revenue .....	XXX		0
6. Aggregate write-ins for other health care related revenues .....	XXX	0	0
7. Aggregate write-ins for other non-health revenues .....	XXX	0	634,494
8. Total revenues (Lines 2 to 7) .....	XXX	(31,731)	604,004
<b>Hospital and Medical:</b>			
9. Hospital/medical benefits .....			0
10. Other professional services .....			0
11. Outside referrals .....			0
12. Emergency room and out-of-area .....			0
13. Prescription drugs .....			0
14. Aggregate write-ins for other hospital and medical.....	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0
16. Subtotal (Lines 9 to 15) .....	0	0	0
<b>Less:</b>			
17. Net reinsurance recoveries .....			0
18. Total hospital and medical (Lines 16 minus 17) .....	0	0	0
19. Non-health claims (net).....			0
20. Claims adjustment expenses, including \$ .....0 cost containment expenses.....		0	0
21. General administrative expenses.....		337,897	912,352
22. Increase in reserves for life and accident and health contracts (including \$ ..... increase in reserves for life only).....		0	0
23. Total underwriting deductions (Lines 18 through 22) .....	0	337,897	912,352
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	(369,628)	(308,348)
25. Net investment income earned (Exhibit of Net Investment Income, Line 17).....		10,008	(42,080)
26. Net realized capital gains (losses) less capital gains tax of \$ .....			(16,928)
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	10,008	(59,008)
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ..... ) (amount charged off \$ ..... )] .....			0
29. Aggregate write-ins for other income or expenses .....	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	XXX	(359,620)	(367,356)
31. Federal and foreign income taxes incurred .....	XXX		0
32. Net income (loss) (Lines 30 minus 31) .....	XXX	(359,620)	(367,356)
<b>DETAILS OF WRITE-INS</b>			
0601. ....	XXX		0
0602. ....	XXX		
0603. ....	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	XXX	0	0
0701. Other Non-Health Revenue - management fees.....	XXX		634,494
0702. ....	XXX		
0703. ....	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	XXX	0	634,494
1401. ....			
1402. ....			
1403. ....			
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above) .....	0	0	0
2901. Other Income - Law suit settlement - Ultimed.....			0
2902. Misc. Income - Refund.....			0
2903. ....			
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above) .....	0	0	0

STATEMENT OF REVENUE AND EXPENSES (continued)

	1 Current Year	2 Prior Year
CAPITAL AND SURPLUS ACCOUNT:		
33. Capital and surplus prior-reporting period .....	2,000,452	1,956,257
34. Net income or (loss) from Line 32 .....	(359,620)	(367,356)
35. Change in valuation basis of aggregate policy and claim reserves .....		0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....	0	11,504
37. Change in net unrealized foreign exchange capital gain or (loss) .....		0
38. Change in net deferred income tax .....		0
39. Change in nonadmitted assets .....	2,472	(9,453)
40. Change in unauthorized reinsurance .....	0	0
41. Change in treasury stock .....	0	0
42. Change in surplus notes .....	0	0
43. Cumulative effect of changes in accounting principles .....		0
44. Capital Changes:		
44.1 Paid in .....	0	0
44.2 Transferred from surplus (Stock Dividend) .....		0
44.3 Transferred to surplus .....		0
45. Surplus adjustments:		
45.1 Paid in .....	0	400,000
45.2 Transferred to capital (Stock Dividend) .....	0	0
45.3 Transferred from capital .....		0
46. Dividends to stockholders .....		0
47. Aggregate write-ins for gains or (losses) in surplus .....	7,770	9,500
48. Net change in capital & surplus (Lines 34 to 47) .....	(349,378)	44,195
49. Capital and surplus end of reporting period (Line 33 plus 48)	1,651,074	2,000,452
DETAILS OF WRITE-INS		
4701. Prior peroid P/R taxes adjustment.....	6,811	0
4702. Voided p/r Check # 2141 prior year .....	962	0
4703. Rounding error adjustment.....	(3)	0
4798. Summary of remaining write-ins for Line 47 from overflow page .....	0	9,500
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	7,770	9,500

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
<b>Cash from Operations</b>		
1. Premiums collected net of reinsurance.....	(31,731)	(30,490)
2. Net investment income .....	10,008	(42,080)
3. Miscellaneous income .....	0	634,494
4. Total (Lines 1 through 3) .....	(21,723)	561,924
5. Benefit and loss related payments .....	0	0
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	266,397	893,456
8. Dividends paid to policyholders .....	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses).....	0	0
10. Total (Lines 5 through 9) .....	266,397	893,456
11. Net cash from operations (Line 4 minus Line 10) .....	(288,120)	(331,532)
<b>Cash from Investments</b>		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds .....	0	0
12.2 Stocks .....	0	460,826
12.3 Mortgage loans .....	0	0
12.4 Real estate .....	0	0
12.5 Other invested assets .....	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	15,471	12,249
12.7 Miscellaneous proceeds .....	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	15,471	473,075
13. Cost of investments acquired (long-term only):		
13.1 Bonds .....	0	0
13.2 Stocks .....	0	0
13.3 Mortgage loans .....	0	0
13.4 Real estate .....	0	0
13.5 Other invested assets .....	0	0
13.6 Miscellaneous applications .....	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	0	0
14. Net increase (decrease) in contract loans and premium notes .....	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14) .....	15,471	473,075
<b>Cash from Financing and Miscellaneous Sources</b>		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes .....	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	400,000
16.3 Borrowed funds .....	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0
16.5 Dividends to stockholders .....	0	0
16.6 Other cash provided (applied).....	(14,711)	119,603
17. Net cash from financing and miscellaneous sources (Line 16.1 to Line 16.4 minus Line 16.5 plus Line 16.6) .....	(14,711)	519,603
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17).....	(287,360)	661,146
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year .....	1,486,312	825,166
19.2 End of year (Line 18 plus Line 19.1) .....	1,198,952	1,486,312

ANNUAL STATEMENT FOR THE YEAR 2007 OF THE Pro Care Health Plan, Inc.

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Net premium income .....	(31,731)	0	0	0	0	0	0	(31,731)	0	0
2. Change in unearned premium reserves and reserve for rate credit .....	0									
3. Fee-for-service (net of \$ .....										XXX
medical expenses) .....	0									XXX
4. Risk revenue .....	0									XXX
5. Aggregate write-ins for other health care related revenues .....	0	0	0	0	0	0	0	0	0	0
6. Aggregate write-ins for other non-health care related revenues .....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
7. Total revenues (Lines 1 to 6) .....	(31,731)	0	0	0	0	0	0	(31,731)	0	0
8. Hospital/medical/ benefits .....	0									XXX
9. Other professional services .....	0									XXX
10. Outside referrals .....	0									XXX
11. Emergency room and out-of-area .....	0									XXX
12. Prescription Drugs .....	0									XXX
13. Aggregate write-ins for other hospital and medical .....	0	0	0	0	0	0	0	0	0	XXX
14. Incentive pool, withhold adjustments and bonus amounts .....	0									XXX
15. Subtotal (Lines 8 to 14) .....	0	0	0	0	0	0	0	0	0	XXX
16. Net reinsurance recoveries .....	0									XXX
17. Total hospital and medical (Lines 15 minus 16) .....	0	0	0	0	0	0	0	0	0	XXX
18. Non-health claims (net) .....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
19. Claims adjustment expenses including \$ .....	0									
cost containment expenses .....	0									
20. General administrative expenses .....	337,897							337,897		
21. Increase in reserves for accident and health contracts .....	0									XXX
22. Increase in reserves for life contracts .....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
23. Total underwriting deductions (Lines 17 to 22) .....	337,897	0	0	0	0	0	0	337,897	0	0
24. Net underwriting gain or (loss) (Line 7 minus Line 23) .....	(369,628)	0	0	0	0	0	0	(369,628)	0	0
DETAILS OF WRITE-INS										
0501. ....										XXX
0502. ....										XXX
0503. ....										XXX
0598. Summary of remaining write-ins for Line 5 from overflow page .....	0	0	0	0	0	0	0	0	0	XXX
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above) .....	0	0	0	0	0	0	0	0	0	XXX
0601. ....		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0602. ....		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0603. ....		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0698. Summary of remaining write-ins for Line 6 from overflow page .....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
1301. ....										XXX
1302. ....										XXX
1303. ....										XXX
1398. Summary of remaining write-ins for Line 13 from overflow page .....	0	0	0	0	0	0	0	0	0	XXX
1399. Totals (Lines 1301 through 1303 plus 1398) (Line 13 above) .....	0	0	0	0	0	0	0	0	0	XXX

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 1 - PREMIUMS

	1	2	3	4
Line of Business	Direct Business	Reinsurance Assumed	Reinsurance Ceded	Net Premium Income (Cols. 1+2-3)
1. Comprehensive (hospital and medical) .....				.0
2. Medicare Supplement .....				.0
3. Dental Only.....				.0
4. Vision Only.....				.0
5. Federal Employees Health Benefits Plan .....				.0
6. Title XVIII - Medicare .....				.0
7. Title XIX - Medicaid.....			31,731	(31,731)
8. Other health.....				.0
9. Health subtotal (Lines 1 through 8) .....	.0	.0	31,731	(31,731)
10. Life .....				.0
11. Property/casualty.....				.0
12. Totals (Lines 9 to 11)	0	0	31,731	(31,731)



Part 2 - Claims Incurred

NONE

Part 2A - Claims Liability

NONE

Part 2B - Analysis of Claims

NONE

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS  
(000 Omitted)

Section A - Paid Health Claims - Title XIX Medicaid

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2003	2 2004	3 2005	4 2006	5 2007
1. Prior .....	.....(1,591)	......0	......0	......0	.....
2. 2003 .....	......0	......0	......0	......0	.....
3. 2004 .....	XXX.....	......0	......0	......0	.....
4. 2005 .....	XXX.....	XXX.....	......0	......0	.....
5. 2006 .....	XXX.....	XXX.....	XXX.....	......0	.....
6. 2007 .....	XXX.....	XXX.....	XXX.....	XXX.....	.....

Section B – Incurred Health Claims - Title XIX Medicaid

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1	2	3	4	5
1. Prior .....					
2. ....					
3. ....	XXX.....				
4. ....	XXX.....	XXX.....			
5. ....	XXX.....	XXX.....	XXX.....		
6. ....	XXX.....	XXX.....	XXX.....	XXX.....	

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Title XIX Medicaid

Years in which Premiums were Earned and Claims were Incurred	1  Premiums Earned	2  Claims Payments	3  Claim Adjustment Expense Payments	4  Col. (3/2) Percent	5  Claim and Claim Adjustment Expense Payments (Col. 2+3)	6  Col. (5/1) Percent	7  Claims Unpaid	8  Unpaid Claims Adjustment Expenses	9  Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10  Col. (9/1) Percent
1.										
2.										
3.										
4.										
5.										

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS  
(000 Omitted)

Section A - Paid Health Claims - Grand Total

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2003	2 2004	3 2005	4 2006	5 2007
1. Prior .....	.....(1,591)	......0	......0	......0	......0
2. 2003.....	......0	......0	......0	......0	......0
3. 2004.....	XXX.....	......0	......0	......0	......0
4. 2005.....	XXX.....	XXX.....	......0	......0	......0
5. 2006.....	XXX.....	XXX.....	XXX.....	......0	......0
6. 2007.....	XXX.....	XXX.....	XXX.....	XXX.....	0.....

Section B - Incurred Health Claims - Grand Total

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2003	2 2004	3 2005	4 2006	5 2007
1. Prior .....	......0	......0	......0	......0	......0
2. 2003.....	......0	......0	......0	......0	......0
3. 2004.....	XXX.....	......0	......0	......0	......0
4. 2005.....	XXX.....	XXX.....	......0	......0	......0
5. 2006.....	XXX.....	XXX.....	XXX.....	......0	......0
6. 2007.....	XXX.....	XXX.....	XXX.....	XXX.....	0.....

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Grand Total

Years in which Premiums were Earned and Claims were Incurred	1  Premiums Earned	2  Claims Payments	3  Claim Adjustment Expense Payments	4  Col. (3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6  Col. (5/1) Percent	7  Claims Unpaid	8  Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10  Col. (9/1) Percent
1. 2003.....	......0	......0	......0	.....0.0	......0	.....0.0	......0	......0	......0	.....0.0
2. 2004.....	......0	......0	......0	.....0.0	......0	.....0.0	......0	......0	......0	.....0.0
3. 2005.....	......0	......0	......0	.....0.0	......0	.....0.0	......0	......0	......0	.....0.0
4. 2006.....	......0	......0	......0	.....0.0	......0	.....0.0	......0	......0	......0	.....0.0
5. 2007.....	0	0	0	0.0	0	0.0	0	0	0	0.0

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2D - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS ONLY

	1	2	3	4	5	6	7	8	9
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
1. Unearned premium reserves .....	.0								
2. Additional policy reserves (a) .....	.0								
3. Reserve for future contingent benefits .....	.0								
4. Reserve for rate credits or experience rating refunds (including \$ ..... for investment income) .....	.0								
5. Aggregate write-ins for other policy reserves .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
6. Totals (Gross) .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
7. Reinsurance ceded .....	.0								
8. Totals (Net) (Page 3, Line 4)	.0			.0	.0	.0	.0	.0	.0
9. Present value of amounts not yet due on claims .....	.0								
10. Reserve for future contingent benefits .....	.0								
11. Aggregate write-ins for other claim reserves .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
12. Totals (Gross) .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
13. Reinsurance ceded .....	.0								
14. Totals (Net) (Page 3, Line 7)	0	0	0	0	0	0	0	0	0
DETAILS OF WRITE-INS									
0501. ....									
0502. ....									
0503. ....									
0598. Summary of remaining write-ins for Line 5 from overflow page .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
0599. TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0
1101. ....									
1102. ....									
1103. ....									
1198. Summary of remaining write-ins for Line 11 from overflow page .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
1199. TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)	.0	.0	.0	.0	.0	.0	.0	.0	.0

(a) Includes \$ ..... premium deficiency reserve.

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$ .....for occupancy of own building).....			24,000		24,000
2. Salaries, wages and other benefits.....			619,228		619,228
3. Commissions (less \$ .....ceded plus \$ .....assumed.....					0
4. Legal fees and expenses.....			54,057		54,057
5. Certifications and accreditation fees.....					0
6. Auditing, actuarial and other consulting services.....			4,500		4,500
7. Traveling expenses.....			4,044		4,044
8. Marketing and advertising.....			2,000		2,000
9. Postage, express and telephone.....			4,148		4,148
10. Printing and office supplies.....			5,838		5,838
11. Occupancy, depreciation and amortization.....			1,551	18,505	20,056
12. Equipment.....					0
13. Cost or depreciation of EDP equipment and software.....			1,765		1,765
14. Outsourced services including EDP, claims, and other services.....					0
15. Boards, bureaus and association fees.....			37,624		37,624
16. Insurance, except on real estate.....			22,966	28,892	51,858
17. Collection and bank service charges.....			2,387	6,000	8,387
18. Group service and administration fees.....					0
19. Reimbursements by uninsured plans.....					0
20. Reimbursements from fiscal intermediaries.....					0
21. Real estate expenses.....				32,034	32,034
22. Real estate taxes.....				34,225	34,225
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes.....					0
23.2 State premium taxes.....					0
23.3 Regulatory authority licenses and fees.....					0
23.4 Payroll taxes.....			42,148		42,148
23.5 Other (excluding federal income and real estate taxes).....					0
24. Investment expenses not included elsewhere.....					0
25. Aggregate write-ins for expenses.....	0	0	(488,359)	0	(488,359)
26. Total expenses incurred (Lines 1 to 25).....	0	0	337,897	119,656	(a).....457,553
27. Less expenses unpaid December 31, current year.....			130,424		130,424
28. Add expenses unpaid December 31, prior year.....	0	0	48,924	0	48,924
29. Amounts receivable relating to uninsured plans, prior year.....	0	0	0	0	0
30. Amounts receivable relating to uninsured plans, current year.....					0
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	0	0	256,397	119,656	376,053
DETAIL OF WRITE-INS					
2501. License & fees.....			5,854		5,854
2502. Contract services.....			59,444		59,444
2503. Delivery expense.....			1,085		1,085
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	(554,742)	0	(554,742)
2599. Totals (Line 2501 through 2503 plus 2598)(Line 25 above)	0	0	(488,359)	0	(488,359)

(a) Includes management fees of \$ .....to affiliates and \$ .....to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

		1	2
		Collected During Year	Earned During Year
1.	U.S. Government bonds .....	(a) .....	.....
1.1	Bonds exempt from U.S. tax .....	(a) .....	.....
1.2	Other bonds (unaffiliated) .....	(a) .....	.....
1.3	Bonds of affiliates .....	(a) .....	.....
2.1	Preferred stocks (unaffiliated) .....	(b) .....	.....
2.11	Preferred stocks of affiliates .....	(b) .....	.....
2.2	Common stocks (unaffiliated) .....	.....0	.....
2.21	Common stocks of affiliates .....	.....0	.....
3.	Mortgage loans .....	(c) .....	.....
4.	Real estate .....	(d) .....66,000	.....66,000
5.	Contract loans.....	.....	.....
6.	Cash, cash equivalents and short-term investments .....	(e) .....39,653	.....47,363
7.	Derivative instruments .....	(f) .....	.....
8.	Other invested assets .....	.....	.....
9.	Aggregate write-ins for investment income .....	.....16,301	.....16,301
10.	Total gross investment income .....	.....121,954	.....129,664
11.	Investment expenses .....		(g) .....119,656
12.	Investment taxes, licenses and fees, excluding federal income taxes .....		(g) .....0
13.	Interest expense .....		(h) .....
14.	Depreciation on real estate and other invested assets .....		(i) .....
15.	Aggregate write-ins for deductions from investment income .....		.....0
16.	Total (Lines 11 through 15) .....		.....119,656
17.	Net Investment Income - (Line 10 minus Line 16) .....		.....10,008
DETAILS OF WRITE-INS			
0901.	Interest Income .....	.....16,301	.....16,301
0902.	.....	.....	.....
0903.	.....	.....	.....
0998.	Summary of remaining write-ins for Line 9 from overflow page .....	.....0	.....0
0999.	Totals (Lines 0901 through 0903) plus 0998 (Line 9, above) .....	.....16,301	.....16,301
1501.	.....		.....
1502.	.....		.....
1503.	.....		.....
1598.	Summary of remaining write-ins for Line 15 from overflow page .....		.....0
1599.	Total (Lines 1501 through 1503 plus 1598) (Line 15, above) .....		.....0

(a) Includes \$ ..... accrual of discount less \$ ..... amortization of premium and less \$ .....0 paid for accrued interest on purchases.  
(b) Includes \$ ..... accrual of discount less \$ ..... amortization of premium and less \$ .....0 paid for accrued dividends on purchases.  
(c) Includes \$ .....0 accrual of discount less \$ .....0 amortization of premium and less \$ ..... paid for accrued interest on purchases.  
(d) Includes \$ ..... for company's occupancy of its own buildings; and excludes \$ ..... interest on encumbrances.  
(e) Includes \$ ..... accrual of discount less \$ ..... amortization of premium and less \$ ..... paid for accrued interest on purchases.  
(f) Includes \$ ..... accrual of discount less \$ ..... amortization of premium.  
(g) Includes \$ .....85,431 investment expenses and \$ .....34,225 investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.  
(h) Includes \$ ..... interest on surplus notes and \$ ..... interest on capital notes.  
(i) Includes \$ ..... depreciation on real estate and \$ ..... depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1	2	3	4	5.
	Realized Gain (Loss) On Sales or Maturity	Other Realized Adjustments	Total Realized Capital Gain (Loss) (Columns 1 + 2)	Change in Unrealized Capital Gain (Loss)	Change in Unrealized Foreign Exchange Capital Gain (Loss)
1.	U.S. Government bonds .....		.....0		
1.1	Bonds exempt from U.S. tax .....		.....0		
1.2	Other bonds (unaffiliated) .....		.....0		
1.3	Bonds of affiliates .....0	.....0	.....0	.....0	.....0
2.1	Preferred stocks (unaffiliated) .....	.....0	.....0	.....0	.....0
2.11	Preferred stocks of affiliates .....	.....0	.....0	.....0	.....0
2.2	Common stocks (unaffiliated) .....	.....0	.....0	.....0	.....0
2.21	Common stocks of affiliates .....	.....0	.....0	.....0	.....0
3.	Mortgage loans .....		.....0		.....0
4.	Real estate .....0		.....0	.....0	.....0
5.	Contract loans .....		.....0	.....0	
6.	Cash, cash equivalents and short-term investments .....		.....0	.....0	
7.	Derivative instruments .....		.....0	.....0	
8.	Other invested assets .....		.....0	.....0	.....0
9.	Aggregate write-ins for capital gains (losses) .....	.....0	.....0	.....0	.....0
10.	Total capital gains (losses) .....	.....0	.....0	.....0	.....0
DETAILS OF WRITE-INS					
0901.	.....				
0902.	.....				
0903.	.....				
0998.	Summary of remaining write-ins for Line 9 from overflow page .....	.....0	.....0	.....0	.....0
0999.	Totals (Lines 0901 through 0903 plus 0998) (Line 9, above) .....	.....0	.....0	.....0	.....0

EXHIBIT OF NONADMITTED ASSETS

	1	2	3
	Current Year Total Nonadmitted Assets	Prior Year Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D).....	0	0	0
2. Stocks (Schedule D):			
2.1 Preferred stocks .....	0	0	0
2.2 Common stocks .....	0	0	0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens .....	0	0	0
3.2 Other than first liens .....	0	0	0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company .....	0	0	0
4.2 Properties held for the production of income.....	0	0	0
4.3 Properties held for sale .....	0	0	0
5. Cash, (Schedule-E, Part 1), cash equivalents (Schedule-E, Part 2) and short-term investments (Schedule DA).....	0	0	0
6. Contract loans .....	0	0	0
7. Other invested assets (Schedule BA) .....	0	0	0
8. Receivables for securities .....	0	0	0
9. Aggregate write-ins for invested assets .....	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9) .....	0	0	0
11. Title plants (for Title insurers only).....	0	0	0
12. Investment income due and accrued .....	0	0	0
13. Premiums and considerations:			
13.1 Uncollected premiums and agents' balances in the course of collection .....	0	0	0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due.....	0	0	0
13.3 Accrued retrospective premium.....	0	0	0
14. Reinsurance:			
14.1 Amounts recoverable from reinsurers .....	0	0	0
14.2 Funds held by or deposited with reinsured companies .....	0	0	0
14.3 Other amounts receivable under reinsurance contracts .....	0	0	0
15. Amounts receivable relating to uninsured plans .....	0	0	0
16.1 Current federal and foreign income tax recoverable and interest thereon .....	0	0	0
16.2 Net deferred tax asset.....	0	0	0
17. Guaranty funds receivable or on deposit .....	0	0	0
18. Electronic data processing equipment and software.....	0	0	0
19. Furniture and equipment, including health care delivery assets.....	24,284	25,832	1,548
20. Net adjustment in assets and liabilities due to foreign exchange rates .....	0	0	0
21. Receivables from parent, subsidiaries and affiliates .....	0	0	0
22. Health care and other amounts receivable.....	0	0	0
23. Aggregate write-ins for other than invested assets .....	1,076	2,000	924
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23).....	25,360	27,832	2,472
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
26. Total (Lines 24 and 25)	25,360	27,832	2,472
<b>DETAILS OF WRITE-INS</b>			
0901. ....			
0902. ....			
0903. ....			
0998. Summary of remaining write-ins for Line 9 from overflow page .....	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0
2301. ....	1,076	0	(1,076)
2302. Prepaid Rent.....	0	2,000	2,000
2303. ....			
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	1,076	2,000	924

Exhibit 1 - Enrollment by Product Type

NONE



## NOTES TO FINANCIAL STATEMENTS

### NOTES TO FINANCIAL STATEMENTS

#### 1. Summary of Significant Accounting Policies

The financial statements of Pro Care Health Plan, Inc. have been completed in accordance with the NAIC Accounting Practices and Procedures manual except for items prescribed or permitted by the State of Michigan, Office of Financial and Insurance Services.

The presentation of the financial statements in conformity with the NAIC Accounting Practices manual, requires management to make estimate and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash equivalents: Short-term Investments with maturity of three months or less at the time of purchase are reported as Cash equivalents. Short-term investments consist of Exempt Money Market Mutual funds with maturity of one year or less at the purchase date are stated at amortized cost less any valuation allowance and non-admitted amounts.

Equipment is stated at depreciated cost. Depreciation is determined by the straight-line method over the estimated useful life of the asset. Properties held for the production of income are stated at depreciated cost less encumbrances. Additionally, these properties appraised as of November 8, 2006 property by property basis. Impairment loss of \$45, 267 has been written off permanently to reflect the new cost basis. The new cost basis shall be depreciated over the remaining useful lives of the assets. Leasehold improvements are stated at cost less amortization and non-admitted assets.

Medical claims liability consists of unpaid medical claims and other obligations resulting from the provision of health care services. The liabilities include claims reported as of the balance sheet date as well as estimates for claims incurred but not reported. As of 12/31/2007 ProCare has \$0.00 Claims unpaid and the \$0.00 Unpaid Claims adjustment expenses.

The Plan was approved for expansion of service area for Medicaid Managed Care, Wayne County in November 2007 and assigned Medicaid membership on a voluntary basis in December 2007. None of this membership, however, was in place as of 12/31/07. Pro Care got its first members effective January 2008.

#### 2. Accounting Changes and Correction of Errors

Unassigned funds has been increased by net prior period adjustment of \$7,770. The adjustment was a result of over accrued payroll taxes and voided payroll check related to prior year. This adjustment took place in quarter 1 of 2007.

#### 3. Business Combinations and Goodwill

Not applicable

## NOTES TO FINANCIAL STATEMENTS

**4. Discontinued Operations**

Not applicable

**5. Investments. (Mortgage Loans, Debt Restructuring, Reverse Mortgages, Loan-Backed Securities and Repurchase Agreements and Real Estate.)**

Not applicable

**6. Joint Ventures, Partnerships and Limited Liability Companies**

Not applicable

**7. Investment Income**

Not applicable

**8. Derivative Instruments**

Not applicable

**9. Income Taxes**

Not applicable

**10. Information Concerning Parent, Subsidiaries and Affiliates**

ProCare signed a contractual agreement to provide management services to its affiliate, ProCare Plus, Inc in the year 2004. As such, the Plan received year-to-date management revenue of \$586,849. The Plan recorded this amount against General administrative expenses in the statement of revenue and expenses line 21. Completed form D had been submitted to Office of Financial and Insurance Services and approved by the Commissioner.

**11. Debt**

Not applicable

**12. Retirement Plans, Deferred Compensation, Post-employment Benefits and Compensated Absences and Other Post retirement Benefit Plans**

Not applicable

**13. Capital and Surplus, Shareholder's Dividend Restrictions and Quasi-Reorganizations**

## NOTES TO FINANCIAL STATEMENTS

The Plan has 60,000, authorized, issued, and outstanding shares with Par Value of \$1.00. Unassigned funds has been decreased by net loss of (\$359,620) and increased in change in net non-admitted assets of \$2,472 and increased by net prior period adjustment of \$7,770.

### 14. Contingencies

Not applicable

### 15. Leases

Pro Care owns properties that are leased to Professional Medical Center and the lease period is two (2) years and the leases contain renewal options. Pro Care is responsible for the payment of property taxes, insurance and maintenance costs related to the leased property.

Pro Care also leases office space from Professional Medical Center. The lease is on a month-to-month basis in the amount of \$2,000 per month.

Lease payments and Income under the leases are as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
Rental Expense	\$ 24,000	24,000	24,000	24,000
Rental Income	66,000	66,000	84,350	77,850
Computer Equipment	-0-	-0-	-0-	-0-

### 16. Information about Financial Instruments with Off-Balance Sheet risk and Financial Instruments with Concentrations of Credit Risk

Not applicable

### 17. Sales, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

Not applicable

### 18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

Not applicable

### 19. Direct Premium Written/Produced by Managing General Agents/ Third Party Administrators

Not applicable

## NOTES TO FINANCIAL STATEMENTS

### 20. Other Items

A. Extraordinary Items

Not applicable

B. Troubled Debt Restructuring: Debtors

Not applicable

C. Other Disclosures

The Plan has not written any Business as of 12/31/2007. Therefore, the Plan does not have any Adult enrollee Board Members.

D. Not applicable

E. Business Interruption Insurance Recoveries.

Not applicable

F. Sate Transferable Tax Credits.

Not applicable

G. A reporting entity should disclose the aggregate amount of deposits admitted under section 6603 of the Internal Revenue Service Code.

Not applicable

H. Hybrid Securities.

Not applicable

## NOTES TO FINANCIAL STATEMENTS

### **21. Events Subsequent**

The Plan was approved for expansion of services area for Medicaid Managed Care, Wayne County in November 2007 and assigned Medicaid membership on a voluntary basis in December 2007. Non of this membership, however, was in place as of 12/31/2007. Pro Care got its first members effective January 2008.

### **22. Reinsurance**

Non-applicable.

### **23. Retrospectively Rated Contracts & Contracts Subject to Re-determination**

Not applicable

### **24. Change in Incurred Claims and Claim Adjustment Expenses.**

Not applicable.

### **25. Inter-Company Pooling Arrangement .**

Not applicable

### **26. Structured Settlements.**

Not applicable

### **27. Health Care Receivable**

Not applicable

### **28. Participating Policies.**

Not applicable.

### **29. Premium Deficiency Reserves.**

Not applicable.

### **30. Anticipated Salvage and Subrogation.**

Not applicable.

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement	
	1 Amount	2 Percentage	3 Amount	4 Percentage
1. Bonds:				
1.1 U.S. treasury securities .....		0.000		0.000
1.2 U.S. government agency obligations (excluding mortgage-backed securities):				
1.21 Issued by U.S. government agencies .....		0.000		0.000
1.22 Issued by U.S. government sponsored agencies .....		0.000		0.000
1.3 Foreign government (including Canada, excluding mortgaged-backed securities) .....		0.000		0.000
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S.:				
1.41 States, territories and possessions general obligations .....		0.000		0.000
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations .....		0.000		0.000
1.43 Revenue and assessment obligations .....		0.000		0.000
1.44 Industrial development and similar obligations .....		0.000		0.000
1.5 Mortgage-backed securities (includes residential and commercial MBS):				
1.51 Pass-through securities:				
1.511 Issued or guaranteed by GNMA .....		0.000		0.000
1.512 Issued or guaranteed by FNMA and FHLMC .....		0.000		0.000
1.513 All other .....		0.000		0.000
1.52 CMOs and REMICs:				
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA .....		0.000		0.000
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521 .....		0.000		0.000
1.523 All other .....		0.000		0.000
2. Other debt and other fixed income securities (excluding short-term):				
2.1 Unaffiliated domestic securities (includes credit tenant loans rated by the SVO) .....		0.000		0.000
2.2 Unaffiliated foreign securities .....		0.000		0.000
2.3 Affiliated securities .....		0.000		0.000
3. Equity interests:				
3.1 Investments in mutual funds .....		0.000		0.000
3.2 Preferred stocks:				
3.21 Affiliated .....		0.000		0.000
3.22 Unaffiliated .....		0.000		0.000
3.3 Publicly traded equity securities (excluding preferred stocks):				
3.31 Affiliated .....		0.000		0.000
3.32 Unaffiliated .....		0.000		0.000
3.4 Other equity securities:				
3.41 Affiliated .....		0.000		0.000
3.42 Unaffiliated .....		0.000		0.000
3.5 Other equity interests including tangible personal property under lease:				
3.51 Affiliated .....		0.000		0.000
3.52 Unaffiliated .....		0.000		0.000
4. Mortgage loans:				
4.1 Construction and land development .....		0.000		0.000
4.2 Agricultural .....		0.000		0.000
4.3 Single family residential properties .....		0.000		0.000
4.4 Multifamily residential properties .....		0.000		0.000
4.5 Commercial loans .....		0.000		0.000
4.6 Mezzanine real estate loans .....		0.000		0.000
5. Real estate investments:				
5.1 Property occupied by the company .....		0.000	0	0.000
5.2 Property held for the production of income (including \$ .....of property acquired in satisfaction of debt) .....		0.000	570,660	32.248
5.3 Property held for sale (including \$ ..... property acquired in satisfaction of debt) .....		0.000	0	0.000
6. Contract loans .....		0.000	0	0.000
7. Receivables for securities .....		0.000	0	0.000
8. Cash, cash equivalents and short-term investments .....		0.000	1,198,952	67.752
9. Other invested assets .....		0.000		0.000
10. Total invested assets	0	0.000	1,769,612	100.000

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? .....

Yes [ X ] No [ ]
- 1.2

If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent, or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? .....

Yes [ X ] No [ ] NA [ ]
- 1.3

State Regulating?.....

State of Michigan, Office of Financial and Insurance Services.....
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? .....

Yes [ ] No [ X ]
- 2.2

If yes, date of change: .....
- 3.1

State as of what date the latest financial examination of the reporting entity was made or is being made. ....

12/31/2004
- 3.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. ....

12/31/2004
- 3.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). ....

06/27/2006
- 3.4

By what department or departments? Office of Financial and Insurance Services. ....
- 4.1

During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity), receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.11 sales of new business? ..... Yes [ ] No [ X ]

4.12 renewals? ..... Yes [ ] No [ X ]
- 4.2

During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.21 sales of new business? ..... Yes [ ] No [ X ]

4.22 renewals? ..... Yes [ ] No [ X ]
- 5.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? .....

Yes [ ] No [ X ]
- 5.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

- 6.1

Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? .....

Yes [ ] No [ X ]
- 6.2

If yes, give full information .....
- 7.1

Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? .....

Yes [ ] No [ X ]
- 7.2

If yes,

7.21 State the percentage of foreign control; .....

7.22 State the nationality(s) of the foreign person(s) or entity(s) or if the entity is a mutual or reciprocal, the nationality of its manager or attorney in fact; and identify the type of entity(s) (e.g., individual, corporation or government, manager or attorney in fact).

1 Nationality	2 Type of Entity
.....	.....
.....	.....
.....	.....
.....	.....

GENERAL INTERROGATORIES

- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? .....

Yes [   ] No [ X ]
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?.....

Yes [   ] No [ X ]
- 8.4

If response to 8.3 is yes, please provide the names and location (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC) and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC

9.

What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?  
Hungeford & CO.,CPAs., 13305 Reeck Rd. Southgate, MI. 48195
10.

What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?.....  
John Stiefel, 19 Sage Rd. Suite 110. Wetherfield, CT. 06109
- 11.1

Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? .....

Yes [   ] No [ X ]

11.11

Name of real estate holding company .....

11.12

Number of parcels involved.....

11.13

Total book/adjusted carrying value.....     \$.....
- 11.2

If yes, provide explanation
12.

FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
- 12.1

What changes have been made during the year in the United States Manager or the United States Trustees of the reporting entity?
- 12.2

Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? .....

Yes [   ] No [ X ]
- 12.3

Have there been any changes made to any of the trust indentures during the year? .....

Yes [   ] No [ X ]
- 12.4

If answer to (12.3) is yes, has the domiciliary or entry state approved the changes? .....

Yes [   ] No [   ] NA [ X ]
- 13.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? .....

Yes [ X ] No [   ]

a.

Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

b.

Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

c.

Compliance with applicable governmental laws, rules and regulations;

d.

The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

e.

Accountability for adherence to the code.
- 13.11

If the response to 13.1 is No, please explain:
- 13.2

Has the code of ethics for senior managers been amended?.....

Yes [   ] No [ X ]
- 13.21

If the response to 13.2 is Yes, provide information related to amendment(s).
- 13.3

Have any provisions of the code of ethics been waived for any of the specified officers?.....

Yes [   ] No [ X ]
- 13.31

If the response to 13.3 is Yes, provide the nature of any waiver(s).

BOARD OF DIRECTORS

14.

Is the purchase or sale of all investments of the reporting entity passed upon either by the board of directors or a subordinate committee thereof? .....

Yes [ X ] No [   ]
15.

Does the reporting entity keep a complete permanent record of the proceedings of its board of directors and all subordinate committees thereof? .....

Yes [ X ] No [   ]
16.

Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or likely to conflict with the official duties of such person?.....

Yes [ X ] No [   ]



GENERAL INTERROGATORIES  
FINANCIAL

17.

Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)?

Yes [ ] No [ X ]

18.1

Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):

18.11

To directors or other officers

\$.....0

18.12

To stockholders not officers

\$.....0

18.13

Trustees, supreme or grand (Fraternal only)

\$.....0

18.2

Total amount of loans outstanding at end of year (inclusive of Separate Accounts, exclusive of policy loans):

18.21

To directors or other officers

\$.....0

18.22

To stockholders not officers

\$.....0

18.23

Trustees, supreme or grand (Fraternal only)

\$.....0

19.1

Were any of the assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in this statement?

Yes [ ] No [ X ]

19.2

If yes, state the amount thereof at December 31 of the current year:

19.21

Rented from others

\$.....

19.22

Borrowed from others

\$.....

19.23

Leased from others

\$.....

19.24

Other

\$.....

20.1

Does this statement include payments for assessments as described in the *Annual Statement Instructions* other than guaranty fund or guaranty association assessments?

Yes [ ] No [ X ]

20.2

If answer is yes:

20.21

Amount paid as losses or risk adjustment

\$.....

20.22

Amount paid as expenses

\$.....

20.23

Other amounts paid

\$.....

21.1

Does the reporting entity report any amounts due from the parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [ ] No [ X ]

21.2

If yes, indicated any amounts receivable from parent included in the Page 2 amount:

\$.....

INVESTMENT

22.1

Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date?

Yes [ X ] No [ ]

22.2

If no, give full and complete information relating thereto:

23.1

Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 19.1)

Yes [ ] No [ X ]

23.2

If yes, state the amount thereof at December 31 of the current year:

23.21

Loaned to others

\$.....

23.22

Subject to repurchase agreements

\$.....

23.23

Subject to reverse repurchase agreements

\$.....

23.24

Subject to dollar repurchase agreements

\$.....

23.25

Subject to reverse dollar repurchase agreements

\$.....

23.26

Pledged as collateral

\$.....

23.27

Placed under option agreements

\$.....

23.28

Letter stock or other securities restricted as to sale

\$.....

23.29

On deposit with state or other regulatory body

\$.....

23.291

Other

\$.....

23.3

For category (23.28) provide the following:

1 Nature of Restriction	2 Description	3 Amount

24.1

Does the reporting entity have any hedging transactions reported on Schedule DB?

Yes [ ] No [ X ]

24.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?  
If no, attach a description with this statement.

Yes [ ] No [ ] NA [ X ]

25.1

Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity?

Yes [ ] No [ X ]

25.2

If yes, state the amount thereof at December 31 of the current year.

\$.....

GENERAL INTERROGATORIES

26. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, G - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? .....

Yes [ X ] No [ ]

26.01 For agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

<div>1</div> <div>Name of Custodian(s)</div>	<div>2</div> <div>Custodian's Address</div>
Comerica Bank.....	411 West Lafayette, Detroit, MI. 48226.....

26.02 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

<div>1</div> <div>Name(s)</div>	<div>2</div> <div>Location(s)</div>	<div>2</div> <div>Complete Explanation(s)</div>
N/A.....	N/A.....	N/A.....

26.03 Have there been any changes, including name changes, in the custodian(s) identified in 26.01 during the current year? .....

Yes [ ] No [ X ]

26.04 If yes, give full and complete information relating thereto:

<div>1</div> <div>Old Custodian</div>	<div>2</div> <div>New Custodian</div>	<div>3</div> <div>Date of Change</div>	<div>4</div> <div>Reason</div>
.....	.....	.....	.....

26.05 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

<div>1</div> <div>Central Registration Depository Number(s)</div>	<div>2</div> <div>Name</div>	<div>2</div> <div>Address</div>
41228241.....	Mathew A. Swegles.....	29201 Telegraph Rd. suite 611, Southfield, MI. 48034.....

27.1 Does the reporting entity have any diversified mutual funds reported in Schedule D, Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])?.....

Yes [ ] No [ X ]

27.2 If yes, complete the following schedule:

<div>1</div> <div>CUSIP #</div>	<div>2</div> <div>Name of Mutual Fund</div>	<div>3</div> <div>Book/Adjusted Carrying Value</div>
.....	.....	.....
.....	.....	.....
27.2999 TOTAL		0

27.3 For each mutual fund listed in the table above, complete the following schedule:

<div>1</div> <div>Name of Mutual Fund (from above table)</div>	<div>2</div> <div>Name of Significant Holding Of the Mutual Fund</div>	<div>3</div> <div>Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding</div>	<div>4</div> <div>Date of Valuation</div>
.....	.....	.....	.....
.....	.....	.....	.....

GENERAL INTERROGATORIES

28. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1	2	3
	Statement (Admitted) Value	Fair Value	Excess of Statement over Fair Value (-) or Fair Value over Statement (+)
28.1 Bonds.....	0		0
28.2 Preferred stocks.....	0		0
28.3 Totals	0	0	0

28.4 Describe the sources or methods utilized in determining fair values:

29.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? ..... Yes [ X ] No [ ]

29.2 If no, list the exceptions:

OTHER

30.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any?.....\$ .....

30.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid
.....	

31.1 Amount of payments for legal expenses, if any?.....\$ .....53,077

31.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
Nancy Lucky, Attorney At Law.....	53,077

32.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any?.....\$ .....0

32.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
.....	
.....	

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? .....

Yes [ ] No [ X ]

1.2 If yes, indicate premium earned on U. S. business only .....

\$ .....0

1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? .....

\$.....

1.31 Reason for excluding .....

1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above. ....

\$.....

1.5 Indicate total incurred claims on all Medicare Supplement insurance. ....

\$ .....0

1.6 Individual policies:

Most current three years:

1.61 Total premium earned ..... \$ .....0

1.62 Total incurred claims ..... \$ .....0

1.63 Number of covered lives ..... .....0

All years prior to most current three years:

1.64 Total premium earned ..... \$ .....0

1.65 Total incurred claims ..... \$ .....0

1.66 Number of covered lives ..... .....0

1.7 Group policies:

Most current three years:

1.71 Total premium earned ..... \$ .....0

1.72 Total incurred claims ..... \$ .....0

1.73 Number of covered lives ..... .....0

All years prior to most current three years:

1.74 Total premium earned ..... \$ .....0

1.75 Total incurred claims ..... \$ .....0

1.76 Number of covered lives ..... .....0

2. Health Test:

1Current Year2Prior Year

2.1 Premium Numerator \$ .....(31,731) \$ .....(30,490)

2.2 Premium Denominator \$ .....(31,731) \$ .....(30,490)

2.3 Premium Ratio (2.1/2.2) .....1.000 .....1.000

2.4 Reserve Numerator \$ ..... \$ .....0

2.5 Reserve Denominator \$ .....0 \$ .....0

2.6 Reserve Ratio (2.4/2.5) .....0.000 .....0.000

3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits? .....

Yes [ ] No [ X ]

3.2 If yes, give particulars:

4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? .....

Yes [ X ] No [ ]

4.2 If not previously filed, furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? .....

Yes [ ] No [ X ]

5.1 Does the reporting entity have stop-loss reinsurance? .....

Yes [ X ] No [ ]

5.2 If no, explain:

5.3 Maximum retained risk (see instructions)

5.31 Comprehensive Medical ..... \$ .....1,000,000

5.32 Medical Only ..... \$ .....

5.33 Medicare Supplement ..... \$ .....

5.34 Dental ..... \$ .....

5.35 Other Limited Benefit Plan ..... \$ .....

5.36 Other ..... \$ .....

6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:

Contingency Trust amount of \$477,510. As of 12/31/2007, the Plan did not write any business.

7.1 Does the reporting entity set up its claim liability for provider services on a service date base? .....

Yes [ ] No [ X ]

7.2 If no, give details:

The Plan did not write any business in 2007.

8. Provide the following information regarding participating providers:

8.1 Number of providers at start of reporting year ..... .....

8.2 Number of providers at end of reporting year ..... .....

9.1 Does the reporting entity have business subject to premium rate guarantees? .....

Yes [ ] No [ X ]

9.2 If yes, direct premium earned:

9.21 Business with rate guarantees between 15-36 months ..... .....

9.22 Business with rate guarantees over 36 months ..... .....

GENERAL INTERROGATORIES

10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contract? .....

Yes [ ] No [ X ]

10.2 If yes:

10.21 Maximum amount payable bonuses .....

10.22 Amount actually paid for year bonuses .....

10.23 Maximum amount payable withholds .....

10.24 Amount actually paid for year withholds .....

\$ .....

\$ .....

\$ .....

\$ .....

11.1 Is the reporting entity organized as:

11.12 A Medical Group/Staff Model, .....

11.13 An Individual Practice Association (IPA), or, .....

11.14 A Mixed Model (combination of above) ? .....

Yes [ ] No [ ]

Yes [ X ] No [ ]

Yes [ ] No [ ]

11.2 Is the reporting entity subject to Minimum Net Worth Requirements? .....

Yes [ X ] No [ ]

11.3

If yes, show the name of the state requiring such net worth. ....

Office of Financial and Insurance Services.

11.4 If yes, show the amount required. ....

\$ .....1,500,000

11.5 Is this amount included as part of a contingency reserve in stockholder's equity? .....

Yes [ X ] No [ ]

11.6 If the amount is calculated, show the calculation.

12. List service areas in which reporting entity is licensed to operate:

1
Name of Service Area
Wayne County, Michigan.....

FIVE-YEAR HISTORICAL DATA

	1 2007	2 2006	3 2005	4 2004	5 2003
<b>Balance Sheet</b> (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 26) .....	1,816,573	2,084,768	2,012,859	2,200,719	1,675,305
2. Total liabilities (Page 3, Line 22) .....	165,499	84,316	56,602	66,156	100,725
3. Statutory surplus .....	1,500,000	1,500,000	1,500,000	1,500,000	1,500,000
4. Total capital and surplus (Page 3, Line 31) .....	1,651,074	2,000,452	1,956,257	2,134,563	1,574,580
<b>Income Statement</b> (Page 4)					
5. Total revenues (Line 8) .....	(31,731)	604,004	476,296	339,221	0
6. Total medical and hospital expenses (Line 18) .....	0	0	0	0	(1,591)
7. Claims adjustment expenses (Line 20) .....	0	0	0	0	5,359
8. Total administrative expenses (Line 21) .....	337,897	912,352	872,109	818,921	308,855
9. Net underwriting gain (loss) (Line 24) .....	(369,628)	(308,348)	(395,813)	(479,700)	(312,623)
10. Net investment gain (loss) (Line 27) .....	10,008	(59,008)	24,370	6,053	(25,632)
11. Total other income (Lines 28 plus 29) .....	0	0	3,136	134,195	4,513
12. Net income (loss) (Line 32) .....	(359,620)	(367,356)	(368,307)	(339,452)	(229,942)
<b>Cash Flow</b> (Page 6)					
13. Net cash from operations (Line 11) .....	(288,120)	(331,532)			
<b>Risk - Based Capital Analysis</b>					
14. Total adjusted capital .....	1,651,074	2,000,452	1,956,257	2,134,563	1,574,580
15. Authorized control level risk-based capital .....	32,157	44,692	106,333	107,112	66,064
<b>Enrollment</b> (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7) .....	0	0	0	0	0
17. Total member months (Column 6, Line 7) .....	0	0	0	0	0
<b>Operating Percentage</b> (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5) .....	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Lines 18 plus 19) .....	0.0	0.0	0.0	0.0	0.0
20. Cost containment expenses .....	0.0	0.0	0.0	0.0	xxx
21. Other claims adjustment expenses .....	0.0	0.0	0.0	0.0	0.0
22. Total underwriting deductions (Line 23) .....	(1,064.9)	(2,992.3)	(1,490.9)	(1,483.8)	0.0
23. Total underwriting gain (loss) (Line 24) .....	1,164.9	1,011.3	676.7	869.2	0.0
<b>Unpaid Claims Analysis</b>					
(U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13, Col. 5) .....	0	0	0	2,500	909
25. Estimated liability of unpaid claims – [prior year (Line 13, Col. 6)] .....	0	0	0	2,500	5,000
<b>Investments In Parent, Subsidiaries And Affiliates</b>					
26. Affiliated bonds (Sch. D Summary, Line 25, Col. 1) .....	0	0	0	0	0
27. Affiliated preferred stocks (Sch. D Summary, Line 39, Col. 1) .....	0	0	0	0	0
28. Affiliated common stocks (Sch. D Summary, Line 53, Col. 1) .....	0				
29. Affiliated short-term investments (subtotal included in Sch. DA, Part 2, Col. 5, Line 7) .....	0				
30. Affiliated mortgage loans on real estate .....		0	0	0	0
31. All other affiliated .....		0	0	0	0
32. Total of above Lines 26 to 31 .....	0	0	0	0	0

Schedule D - Summary By Country

NONE

Schedule D - Verification Between Years

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
States, Etc.		Is Insurer Licensed (Yes or No)	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefit Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama .....	AL								.0	.0
2. Alaska .....	AK								.0	.0
3. Arizona .....	AZ								.0	.0
4. Arkansas .....	AR								.0	.0
5. California .....	CA								.0	.0
6. Colorado .....	CO								.0	.0
7. Connecticut .....	CT								.0	.0
8. Delaware .....	DE								.0	.0
9. District of Columbia .....	DC								.0	.0
10. Florida .....	FL								.0	.0
11. Georgia .....	GA								.0	.0
12. Hawaii .....	HI								.0	.0
13. Idaho .....	ID								.0	.0
14. Illinois .....	IL								.0	.0
15. Indiana .....	IN								.0	.0
16. Iowa .....	IA								.0	.0
17. Kansas .....	KS								.0	.0
18. Kentucky .....	KY								.0	.0
19. Louisiana .....	LA								.0	.0
20. Maine .....	ME								.0	.0
21. Maryland .....	MD								.0	.0
22. Massachusetts .....	MA								.0	.0
23. Michigan .....	MI	Yes							.0	.0
24. Minnesota .....	MN								.0	.0
25. Mississippi .....	MS								.0	.0
26. Missouri .....	MO								.0	.0
27. Montana .....	MT								.0	.0
28. Nebraska .....	NE								.0	.0
29. Nevada .....	NV								.0	.0
30. New Hampshire .....	NH								.0	.0
31. New Jersey .....	NJ								.0	.0
32. New Mexico .....	NM								.0	.0
33. New York .....	NY								.0	.0
34. North Carolina .....	NC								.0	.0
35. North Dakota .....	ND								.0	.0
36. Ohio .....	OH								.0	.0
37. Oklahoma .....	OK								.0	.0
38. Oregon .....	OR								.0	.0
39. Pennsylvania .....	PA								.0	.0
40. Rhode Island .....	RI								.0	.0
41. South Carolina .....	SC								.0	.0
42. South Dakota .....	SD								.0	.0
43. Tennessee .....	TN								.0	.0
44. Texas .....	TX								.0	.0
45. Utah .....	UT								.0	.0
46. Vermont .....	VT								.0	.0
47. Virginia .....	VA								.0	.0
48. Washington .....	WA								.0	.0
49. West Virginia .....	WV								.0	.0
50. Wisconsin .....	WI								.0	.0
51. Wyoming .....	WY								.0	.0
52. American Samoa .....	AS								.0	.0
53. Guam .....	GU								.0	.0
54. Puerto Rico .....	PR								.0	.0
55. U.S. Virgin Islands .....	VI								.0	.0
56. Northern Mariana Islands .....	MP								.0	.0
57. Canada .....	CN								.0	.0
58. Aggregate Other Alien .....	OT	XXX	.0	.0	.0	.0	.0	.0	.0	.0
59. Subtotal .....		XXX	.0	.0	.0	.0	.0	.0	.0	.0
60. Reporting entity contributions for Employee Benefit Plans .....		XXX							.0	
61. Total (Direct Business)	(a) 1		0	0	0	0	0	0	0	0
DETAILS OF WRITE-INS										
5801. ....		XXX								
5802. ....		XXX								
5803. ....		XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page .....		XXX	.0	.0	.0	.0	.0	.0	.0	
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above) .....		XXX	0	0	0	0	0	0	0	

(a) Insert the number of yes responses except for Canada and other Alien.



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

Augustine Kole-James, MD, Pharm.D.

Sole shareholder Pro Care Health Plan, Inc. For profit Michigan Corporation	Sole Shareholder Pro Care Plus, Inc. For Profit Michigan Corporation	Sole shareholder Professional MedicalCenter Michigan professional Corporation	General Partner AREWA FLP Michigan Partner
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([http://www.naic.org/committees\\_e\\_app\\_blanks.htm](http://www.naic.org/committees_e_app_blanks.htm))

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